

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re:	: Chapter 11
	:
GRANITE BROADCASTING	: Case No. 06-12984 (ALG)
CORPORATION, <u>et al.</u> ,	:
	:
Reorganized Debtors.	: (Jointly Administered)
-----X	

JUNE FOSTER,	:
	:
Appellant,	:
-against-	:
	:
GRANITE BROADCASTING	:
CORPORATION, <u>et al.</u> ,	:
	:
Appellees.	:
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**APPELLEES' COUNTER-DESIGNATION OF THE RECORD
AND RESTATEMENT OF ISSUES ON THE APPEAL OF JUNE FOSTER**

On May 29, 2007, June Foster ("Foster") filed a Notice of Appeal¹ from the following orders of the United States Bankruptcy Court for the Southern District of New York:

- Order Signed on May 18, 2007 Regarding Claim Filed by Ms. Foster (the "Estimation Order"); and
- Order Pursuant to 11 U.S.C. § 1129 and Rule 3020 of the Federal Rules of Bankruptcy Procedure Confirming the Debtors' Modified First Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code and Granting Related Relief (the "Confirmation Order").

On June 9, 2007, Foster served her Record and Issues on Appeal, Pursuant to Bankruptcy Rule 8006. The appellees, Granite Broadcasting Corporation ("Granite") and certain

¹ On June 4, 2007, Foster served two Amended Notice of Appeals regarding both the Estimation Order and the Confirmation Order. The Confirmation Order confirmed the Appellees' Modified First Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code (as modified by the Confirmation Order, the "Plan").

of its direct and indirect subsidiaries,² (collectively with Granite, the “Appellees”), by and through the undersigned counsel, pursuant to Federal Rule of Bankruptcy Procedure 8006, hereby counter-designate the following additional documents, including all exhibits and/or attachments to each, to be contained in the record for consideration on appeal to the United States District Court for the Southern District of New York.

Bankruptcy Court Filings

Record No.	Filing Date	Docket No.	Docket Text
32	12/11/2006	3	Affidavit of Lawrence I. Wills in Support of First Day Motions
33	01/09/2007	91	Debtors' Motion for Order (i) Approving the Notice of Disclosure Statement Hearing; (ii) Approving the Disclosure Statement; (iii) Fixing the Record Date; (iv) Approving the Notice and Objection Procedures in Respect of Confirmation of the Plan of Reorganization; (v) Approving Solicitation Packages and Procedures for Distribution Thereof; (vi) Approving the Forms of Ballots and Establishment of Procedures for Voting on the Plan of Reorganization; (vii) Approving the Forms of Notices to Non-Voting Classes Under the Plan of Reorganization; and (viii) Approving the Subscription Form for Purposes of the Rights Offering
34	01/16/2007	98	Schedules of Assets and Liabilities

² The direct and indirect subsidiaries of Granite that are Appellees in this appeal are WXON, Inc., WXON License Inc., KBWB, Inc., KBWB License, Inc., and WEEK-TV License, Inc.

35	02/12/2007	166	Debtors' Omnibus Reply to Objections to Debtors' Motion Seeking, Among Other Things, Approval of Disclosure Statement
36	02/16/2007	245	Transcript of Hearing Held on February 13, 2007
37	02/22/2007	193	Transcript of Hearing Held on February 14, 2007
38	03/02/2007	208	Order Approving Disclosure Statement
39	03/02/2007	211	Debtors' First Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code
40	03/30/2007	258	Plan Supplement to Debtors' First Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code
41	03/30/2007	261	Transcript of Hearing Held on February 15, 2007
42	04/13/2007	283	Minority Secured Noteholders Statement In Support Of Confirmation And Response To Objection Of Certain Preferred Equity Holders To Confirmation Of Debtors' First Amended Joint Plan Of Reorganization Under Chapter 11 Of The Bankruptcy Code
43	03/06/2007	284	Transcript of Hearing Held on March 2, 2007
44	04/13/2007	286	Notice of Filing of Debtors' Modified First Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code

45	04/13/2007	287	So Ordered Stipulation and Order Signed on 4/13/2007 Authorizing Parties to File Valuation Analysis of Financial Advisors Under Seal
46	04/13/2007	288	Debtors' Memorandum of Law in (i) Support of Confirmation of Debtors' Second Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code and (ii) Response to Objections Thereto
47	04/13/2007	289	Declaration of Lawrence I. Wills in Support of Confirmation of Debtors' Modified First Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code
48	04/13/2007	290	Exhibit B to Debtors' Memorandum of Law in (i) Support of Confirmation of Debtors' Second Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code and (ii) Response to Objections Thereto
49	04/13/2007	291	Declaration of David R. Hilty in Support of Confirmation of the Debtors' Modified First Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code Dated April 13, 2007
50	04/19/2007	298	Transcript of Hearing Held on April 17, 2007
51	04/20/2007	316	Transcript of Hearing Held on April 18, 2007
52	04/23/2007	301	Transcript of Hearing Held on April 18, 2007
53	04/23/2007	311	Transcript of Hearing Held on April 17, 2007
54	04/24/2007	302	Transcript of Hearing Held on April 19, 2007

55	04/24/2007	304	Transcript of Hearing Held on April 19, 2007
56	05/01/2007	309	Transcript of Hearing Held on April 27, 2007
57	05/01/2007	310	Transcript of Hearing Held on April 27, 2007
58	05/02/2007	307	Debtors' and Silver Point's Joint Findings of Fact and Conclusions of Law in Support of Confirmation of the Debtors' Modified First Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code
59	05/04/2007	314	Transcript of Hearing Held on April 30, 2007
60	05/04/2007	315	Transcript of Hearing Held on April 30, 2007
61	05/23/2007	327	Errata signed on 5/23/2007 Regarding Memorandum of Opinion Dated 5/18/2007
62	05/29/2007	336	Motion To Reconsider Claim Estimation and Memorandum of Law Pursuant to 11 U.S.C. Section 502(i) and Fed. Bankr. Rule 3008 filed by June Foster
63	05/29/2007	337	Letter Requesting Hearing on Motion Via Telephonic Appearance filed by June Foster
64	05/31/2007	338	Letter to Chief Judge Stuart M. Bernstein (Via-email) Re: Judge Disqualification filed by June Foster
65	06/01/2007	339	Response filed by Chief Judge Stuart M. Bernstein

66	06/04/2007	343	Notice of Effective Date of the Debtors' Modified First Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code
67	06/06/2007	348	Order Signed on 6/5/2007 Denying Motion to Reconsider FRCP 60 or FRBP 3008

Filings Not Docketed as of the Date Hereof

66	Transcript of Hearing Held on April 20, 2007
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Additional Documents

67	Decision of United States Court of Appeals for the Ninth Circuit, Dated May 14, 2007, Regarding Appeal of June Foster from the United States District Court for the Northern District of California
68	Appellants Petition for Panel Hearing and Rehearing En Banc, with Exhibit of Order, dated May 29, 2007, Filed by June Foster with the United States Court of Appeals for the Ninth Circuit

In addition, Appellees hereby submit that the following issues are the only issues to be addressed in connection of this appeal and are dispositive thereof:

- Whether Foster received different treatment from other members of the class of claims in which Foster's claim is classified under the Plan in violation of 11 U.S.C. § 1123(a)(4)?
- Whether the Bankruptcy Court properly estimated Foster's claim at \$0 for purposes of allowance, voting, and distribution purposes under the Plan?

Whether the Bankruptcy Court properly found that the
Plan satisfied the requirements of the Bankruptcy Code?

Dated: June 18, 2007
New York, New York

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